

MCDONNELL DOUGLAS CORPORATION

DELEGATION OF COMMITMENT AUTHORITY

James F. Palmer, President of Shared Services Group, acting pursuant to a Delegation of Commitment Authority from Harry C. Stonecipher, President and Chief Operating Officer of McDonnell Douglas Corporation (the "Company"), dated February 25, 1998, which was executed pursuant to Resolution 97-3, duly adopted by the Board of Directors of the Company on August 1, 1997, hereby delegates to each of

Thomas J. Motherway
Philip W. Cyburt

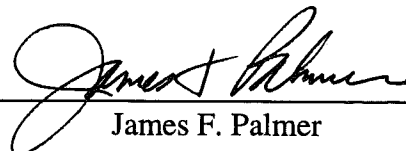
respectively, the authority to do any of the following in the ordinary course of business of the company:

- (a) Commit the Company to the purchase, sale, or lease (as lessor or lessee or as a participant in any such transaction) of real property and related personal property; and
- (b) In connection with any of the foregoing, make, enter into, execute, create and deliver any proposals, contracts, agreements, leases, bills of sale, bonds, liens, licenses, permits, claims, indemnities, guarantees, settlements, releases, obligations, assignments, and other instruments and documents as deemed by either such individual to be necessary or desirable.

The authority granted herein is further limited to exclude any transaction involving (i) an expenditure or commitment to make expenditures which in the aggregate will exceed \$30,000,000, (ii) an asset disposition for a purchase price in excess of \$30,000,000, or (iii) a lease commitment (as lessee or lessor) if the present value of the committed rentals (discounted at the then current Prime Rate as announced publicly by Chase Manhattan Bank in New York) exceeds \$30,000,000.

The authority herein delegated shall be effective as of October 26, 1998 and remain in full force and effect through June 30, 1999, unless revoked in writing in whole or in part by resolution of the Board of Directors or by the undersigned.

Dated: October 28, 1998


James F. Palmer